

# EXHIBIT “B”



**Corporate Trust Services**

Two Liberty Place  
50 South 16<sup>th</sup> Street  
Philadelphia, PA 19102  
215 761-9302  
215 761-9412 fax

October 14, 2008

George T. Magnatta, Esquire  
Saul Ewing  
Centre Square West  
1500 Market Street, 38<sup>th</sup> Floor  
Philadelphia, PA 19102-2186

Re: Reserve Fund Agreement dated as of January 28, 2000 among  
Pennsylvania Convention Center Authority (the "Authority") U.S. Bank  
National Association, as Trustee (the "Trustee") and Lehman Brothers  
Special Financing, Inc., ("Lehman") as amended by Amendment  
Agreement dated October 25, 2005 (collectively, the "Agreement")

Dear Mr. Magnatta:

In response to your letter of October 8, 2008, attached is an asset holding report as of October 9, 2008, for the above account which shows the cash and investments held in the Debt Service Reserve Fund by the Trustee under the Indenture defined in the Agreement.

Investments are held in the name of U.S. Bank as Trustee at either the Federal Reserve or DTCC, as the case may be, for which beneficial ownership is further shown on the records of U.S. Bank for the bond issue associated with the specific trust account. For this particular transaction, we are holding these funds and securities at the direction of the Authority under the Agreement for the benefit of the Series 2005 A bondholders.

As you are aware, Lehman is currently in default of Section 2.7 of the Agreement relating to notices to be given to us of downgrades and Section 7.3(c) relating to Lehman's insolvency. However, the only remedy afforded by the Agreement in such events is in Section 7.6 and involves solely action by the Pennsylvania Convention Center Authority to terminate the Agreement by giving notice to Lehman with a copy to us. As Trustee, we have no authority to terminate the Agreement, but rather must

continue to make any substitutions or purchases which we are directed to make by Lehman or a dealer selected by it (a "Qualified Dealer" as defined in the Agreement). There is no power given to the Authority to deny Lehman or a dealer selected by it the right to direct purchases and substitutions of securities within the parameters of the Agreement. Section 2.6 of the Agreement contains irrevocable instructions to us as Trustee from the Pennsylvania Convention Center Authority to take the actions and to make the purchases required thereby.

If we do not receive Qualified Securities, as defined in the Agreement, from Lehman or a dealer selected by it on a Deposit Date, which would include March 1, 2009, we will give written notice to Lehman of that fact and Lehman then has five Business Days to provide such Qualified Securities. If we still receive no direction from Lehman, the proceeds of the maturing securities will be invested in Investment Securities, which are defined in the Indenture, and the Authority may direct which Investment Securities we should purchase pursuant to Section 2.4(a) of the Agreement.

If the Authority desires to control the investment and disposition of the Debt Service Reserve Fund at this time, please provide notice to Lehman of the termination of the Agreement, with a copy to us, all as is provided in Section 7.6(c) of the Agreement.

Please let me know if you have additional questions or if I can be of further assistance. Please also feel free to contact Tim O'Neill of Lamb McErlane PC who assisted us in the review of the Agreement and is familiar with this transaction.

Sincerely,

  
Stacy L. Mitchell  
Assistant Vice President

SLM  
Enc

Cc: Madeline Apollo, CFO

U.S. BANK  
1576021003 PCCA/DSRF  
HOLDINGS LIST  
PRICED AS OF:10/09/08  
CASH RAST8  
ADMIN PG 1  
10/10/08 10:54

SECURITY DESCRIPTION		P		ANNUAL INC/	CURR
SHARES/PV	MARKET VALUE	FEDERAL COST	SMKT	UNREAL C/L	YIELD
SHORT TERM FDS-TAXABLE (ACM)					
=====					
FIRST AMER GOVT OBLIG FUND CL Y		31846V203	1	12	
782.7800	782.78	782.78	0.0	0	1.6
DS AGENCIES-DISC/ZERO CPN					
=====					
P H L M C DISC NT	2/23/09	313397CH6	1	1,543,745	
23,698,000.0000	23,546,332.80	22,959,217.22	100.0	587,116	6.6
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INVESTMENTS	23,547,115.58	22,960,000.00	100.0	1,543,757	6.6
				587,116	
PRINCIPAL CASH	0.00	0.00			
TOTAL	23,547,115.58	22,960,000.00			
INCOME CASH	0.00				
INV. INCOME CASH	0.00				
VERY LIQUID BALANCE		782.78			